

CONRAIL®



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RECORDATION NO. **18850-A** FILED 1425

JUL 1 1994 10 00 AM

INTERSTATE COMMERCE COMMISSION

July 1, 1994

VIA HAND DELIVERY

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue, N.W.
Washington, D.C. 20423

**Re: Lease of Locomotives from General Electric Company
to Consolidated Rail Corporation**

Dear Mr. Strickland:

Enclosed are an original and two originally executed counterparts of the secondary document described below. The secondary document described below is related to the primary document Interim User Agreement, dated June 1, 1994 ("Lease"), between Consolidated Rail Corporation (Conrail) and General Electric Company (GE), which was duly filed for recordation with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303, as recorded on June 13, 1994 at 3:40 p.m., Recordation No. 18850. All of the enclosed documents are to be recorded pursuant to Section 11303, Title 49, of the United States Code.

The enclosed secondary document is:

Partial Termination of Lease, dated as of June 30, 1994, between Consolidated Rail Corporation and General Electric Company. The names and addresses of the parties to the documents are as follows:

counterparts
Edmund M. Linn

Mr. Sidney L. Strickland, Jr.
July 1, 1994
Page 2

Lease Agreement Termination (Partial)

Lessee:

Consolidated Rail Corporation
2001 Market Street
P.O. Box 41425
Philadelphia, PA 19101-1425

Secured Party:

General Electric Company
Transportation Systems
Business Operations
2901 East Lake Road
Erie, PA 16531

The description of the equipment covered by the aforesaid Lease Agreement Termination is as follows:

Twenty-six (26) General Electric Company Model Dash 8-40CW diesel electric locomotives bearing road numbers 6230 through 6255, both inclusive.

A fee of eighteen dollars (\$18.00) is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to:

Cheryl A. Cook, Esquire
Consolidated Rail Corporation
2001 Market Street
Philadelphia, PA 19101-1416

A short summary of the document to appear in the index follows:

Partial Termination of Lease: Partial Termination of Lease, dated as of June 30, 1994, between General Electric Company, as secured party, Transportation Systems Business Operations, 2901 East Lake Road, Erie, PA 16531 and Consolidated Rail Corporation, as lessee, 2001 Market Street, P.O. Box 41425, Philadelphia, Pennsylvania 19101-1425, covering twenty-six (26) General Electric Company Model Dash 8-40CW diesel electric locomotives bearing road numbers 6230 through 6255, both inclusive, related to the Interim User Agreement, dated as of June 1, 1994 between GE and Conrail, ICC Recordation No. 18850, covering thirty six (36) General Electric Company Model Dash 8-40CW diesel electric locomotives bearing road numbers 6230 through 6265, both inclusive.

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If you have any questions, please do not hesitate to call the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read 'Cheryl Anne Cook', with a long horizontal flourish extending to the right.

Cheryl Anne Cook
Associate General Counsel
Two Commerce Square - C16A
(215) 209-5042
(215) 209-4819 (Fax)

/dr
geltr.cac

Interstate Commerce Commission

Washington, D.C. 20423

OFFICE OF THE SECRETARY

JULY 1, 1994

CHERYL A. COOK
CONSOLIDATED RAIL CORPORATION
2001 MARKET STREET, 16A
TWO COMMERCE SQUARE
P. O. BOX 41425
PHILADELPHIA PA 19101-1425

Dear MS. COOK:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/1/94 at 10:00AM, and assigned recordation number(s). 18850-A and 18870.

Sincerely yours,

Sidney L. Strickland, Jr.
Secretary

Enclosure(s)

\$ 36.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one stamped on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

Salida M. Stokes

RECORDATION NO. 18850-A FILED 1475

JUL 1 1994 11:00 AM

PARTIAL TERMINATION OF LEASE INTERSTATE COMMERCE COMMISSION

THIS PARTIAL TERMINATION OF LEASE, made the 30th day of June, 1994 by and among General Electric Company, a New York corporation acting through its Transportation Systems Business Operation ("GE"), and Consolidated Rail Corporation, a Pennsylvania corporation ("Railroad").

WHEREAS, GE and Railroad are parties to an Interim User Agreement dated as of June 1, 1994 (the "Lease"); and

WHEREAS, the Lease was duly filed for recordation with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303, on June 13, 1994, at 3:40 p.m. and given Recordation Number 18850; and

WHEREAS, GE and Railroad desire to terminate and cancel the Lease with respect to certain of the equipment described therein and to record such partial termination and cancellation with the ICC;

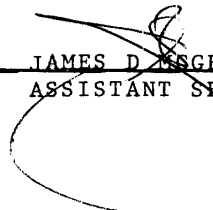
NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, Railroad and GE, intending to be legally bound, agree as follows:

1. Railroad and GE hereby terminate and cancel the Lease, effective June 30, 1994, with respect to the following equipment: Twenty-six (26) General Electric Company Diesel Electric Model Dash 8-40CW Locomotives bearing Road Numbers 6230 - 6255, inclusive (hereinafter, the "Terminated Equipment").
2. The parties agree to record this Partial Termination of Lease with the ICC so as to release GE's lien against the Terminated Equipment.
3. This Partial Termination of Lease may be executed by the parties in one or more counterparts (or upon separate signature pages bound together in

one or more counterparts) which together shall constitute but one and the same instrument.

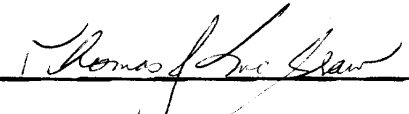
IN WITNESS WHEREOF, Railroad and GE have each caused this Partial Termination of Lease to be duly executed by their authorized officers as of the day and year first above written.

Attest



JAMES D. MCGEEHAN
ASSISTANT SECRETARY

CONSOLIDATED RAIL CORPORATION

By: 

Name THOMAS J. MCGRAW
Title DIRECTOR FINANCING

Attest

M. J. Baughman, Attesting Secretary

GENERAL ELECTRIC COMPANY

By: _____
D. B. Tucker, General Manager
Americas Locomotive Marketing/
Sales/Service Operation

one or more counterparts) which together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, Railroad and GE have each caused this Partial Termination of Lease to be duly executed by their authorized officers as of the day and year first above written.

Attest

CONSOLIDATED RAIL CORPORATION

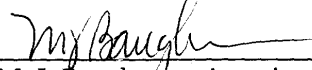
By: _____

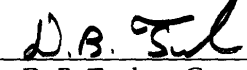
Name _____

Title _____

Attest

GENERAL ELECTRIC COMPANY


M. J. Baughman, Attesting Secretary

By: 
D. B. Tucker, General Manager
Americas Locomotive Marketing/
Sales/Service Operation

Commonwealth of Pennsylvania }
 }
County of Erie }

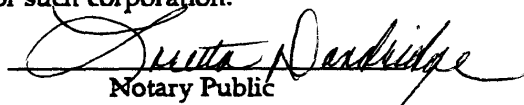
On this 29th day of June, 1994, before me personally appeared D. B. Tucker, to me personally known, who, being duly sworn, did say that he is General Manager, Americas Locomotive Marketing/Sales/Service Operation of General Electric Company, that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Notary Public

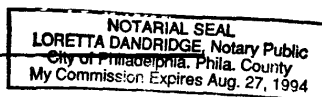
My commission expires: _____

Commonwealth of Pennsylvania }
 }
County of PHILADELPHIA }

On this 29 day of June, 1994, before me personally appeared THOMAS J MCGRAW to me personally known, who, being duly sworn, did say that he/she is DIRECTOR FINANCING of Consolidated Rail Corporation, that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

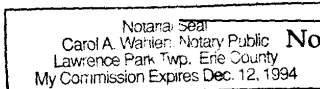

Notary Public

My commission expires: _____



Commonwealth of Pennsylvania }
County of Erie }

On this 29th day of June, 1994, before me personally appeared D. B. Tucker, to me personally known, who, being duly sworn, did say that he is General Manager, Americas Locomotive Marketing/Sales/Service Operation of General Electric Company, that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.



Carol A. Warner
Notary Public

My commission expires: _____

Commonwealth of Pennsylvania }
County of _____ }

On this ____ day of June, 1994, before me personally appeared _____, _____ to me personally known, who, being duly sworn, did say that he/she is _____ of Consolidated Rail Corporation, that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Notary Public

My commission expires: _____